


EXHIBIT A

Alabama
Sec. Of State
New Entity
035-174
Date 5/31/2012
Time 17:00
DL
120606
5 Pg
File \$100.00
Ackn \$.00
Exp \$100.00
Total \$200.00
06/008

**CERTIFICATE OF FORMATION
OF
UAB HOSPITAL MANAGEMENT, LLC**


20120524000538980 1/4
Bk: LR201213 Pg:24596
Jefferson County, Alabama
I certify this instrument filed on:
05/24/2012 10:52:23 AM INC
Judge of Probate- Alan L. King

TO THE HONORABLE JUDGE OF PROBATE,
JEFFERSON COUNTY, ALABAMA:

Pursuant to Sections 10A-1-3.05 and 10A-5-2.01 of the Alabama Business and Nonprofit Entities Code (the "Code"), the undersigned, as the sole member and organizer of the filing entity named herein, hereby adopts the following Certificate of Formation for the purpose of organizing a limited liability company:

1. The name of the filing entity being formed is UAB Hospital Management, LLC, hereinafter referred to in this Certificate of Formation as the "Company."
2. The type of filing entity being formed is a limited liability company.
3. The Company is being formed for the exclusive purpose of supporting The Board of Trustees of the University of Alabama for and on behalf of the University of Alabama at Birmingham ("UAB") in connection with the management, administration, staffing and operation of UAB Hospital. The Company shall not engage in any activities (a) that are unrelated to the purpose for which the Company is organized as described in the preceding sentence, (b) that would in any way jeopardize the tax-exempt status of UAB as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (c) that would cause the Company not to be an "integral part" of UAB for federal and state income tax purposes. Furthermore, and without limiting the foregoing, the Company may engage only in those activities and pursue only those purposes that are permitted for an organization exempt from federal income tax under Code Section 501(c)(3).
4. The location and mailing address of the initial registered office of the Company is 1530 3rd Avenue South, AB 820, Birmingham, Alabama 35294-0108. The name of its initial registered agent at that address is W. John Daniel, Esq.
5. The name and mailing address of the sole member and organizer of the Company are The Board of Trustees of the University of Alabama for and on behalf of the University of Alabama at Birmingham and 1530 3rd Avenue South, AB 820, Birmingham, Alabama 35294-0108 Attention: W. John Daniel, Esq.
6. UAB, as the sole member of the Company, shall not have the right to admit additional members to the Company. In the event an additional member is admitted to the Company in contravention of the preceding sentence, the Company shall be dissolved and its business and affairs wound up in accordance with applicable provisions of the Alabama Limited Liability Company Act and the Operating Agreement of the Company in effect from time to time.

7. UAB shall not sell, transfer, or assign all or any portion of its membership interest in the Company to any other person, company, corporation, partnership, association or entity. The property and assets of the Company shall be used exclusively for the purposes described in paragraph 3 of this Certificate of Formation and no person, company, corporation, partnership, association or entity other than the Company or UAB shall possess any ownership, right or interest in or to the property and assets of the Company. Upon the dissolution and winding up of the business and affairs of the Company for any reason, all assets and properties of the Company remaining after the payment of its debts and obligations shall be distributed exclusively to UAB.

8. Any amendment to this Certificate of Formation or the Operating Agreement of the Company in effect from time to time shall be consistent with the requirements of Code Section 501(c)(3) for organizations exempt from federal income tax thereunder and the treatment of the Company as an "integral part" of UAB for federal and state income tax purposes.

9. In the event UAB ceases to be a member of the Company for any reason, the Company shall be dissolved and its business and affairs wound up in accordance with applicable provisions of the Alabama Limited Liability Company Act and the Operating Agreement of the Company in effect from time to time.

10. Management of the Company shall be vested in a single Manager. The name and address of the initial manager of the Company is Dr. Carol Z. Garrison, acting in her capacity as President of the University of Alabama at Birmingham, and Office of the President, 1530 3rd Avenue South, Birmingham, Alabama 35294-0108. Dr. Carol Z. Garrison shall serve as the manager of the Company for so long as she holds the position of President of the University of Alabama at Birmingham. Thereafter, her successor as President of the University of Alabama at Birmingham shall succeed her as the manager of the Company.

11. The regulation of the internal affairs of the Company, if not set forth herein, shall be governed by the Operating Agreement of the Company in effect from time to time.

[Remainder of this page intentionally left blank]

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The undersigned, acting as the sole member and organizer of UAB Hospital Management, LLC, has caused its duly authorized representative to execute this Certificate of Formation on this the 30th day of April, 2012.

THE BOARD OF TRUSTEES OF THE
UNIVERSITY OF ALABAMA FOR AND
OF BEHALF OF THE UNIVERSITY
OF ALABAMA AT BIRMINGHAM

By Carol Z. Garrison
Name Carol Z. Garrison
Its President, UAB

This instrument prepared by:

K. Wood Herren, Esq.
Bradley Arant Boult Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, Alabama 35203

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Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama* 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

UAB Hospital Management, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Bradley Arant Boult Cummings LLP, 1819 5th Avenue N, Birmingham, AL 35203 for a period of one hundred twenty days beginning April 24, 2012 and expiring August 22, 2012.

20120524000538980 4/4
Bk: LR201213 Pg: 24596
Jefferson County, Alabama
05/24/2012 10:52:23 AM INC
Fee - \$52.00

Total of Fees and Taxes-\$52.00
HATCHERK



601-921

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

April 24, 2012

Date

Beth Chapman

Beth Chapman

Secretary

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Sec. Of State

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Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 2012B page 24596

Given under my hand and official seal, this the 24th

day of May, 2012.

Alan L. King
Judge of Probate

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